

SCOPE OF SERVICES FOR ASSET DUE DILIGENCE EVALUATION

Burns & McDonnell will provide Gainesville Regional Utilities (GRU) with a due diligence evaluation (the Project) of the biomass-fired Gainesville Renewable Energy Center, currently in operation. The objective of the Due Diligence review is to provide GRU with sufficient information to allow for a fully-informed decision regarding an investment in the facility. The results of the assessment will be a report which summarizes the findings of the following tasks.

PHASE 1:

TASK 1 -SITE VISIT & DATA REVIEW

Burns & McDonnell will visit the Project to assess the overall condition of the equipment and facilities, and to review the suitability of the site to accommodate the operation of the Project.

- Condition assessment of existing generation equipment and associated facilities including buildings, tanks, and electrical interconnection.
- Conduct interviews with Plant Staff, as permitted, to ascertain the operations and maintenance practices and history.
- Adequacy and condition of off-site facilities for interconnection to electric system, water, water disposal, fuel handling, fuel supply, and ash disposal.
- Site ingress and egress.

Burns & McDonnell will review available project data on-site or on the data website to facilitate its evaluation of the following areas.

TASK 2 -REVIEW PROJECT DESIGN AND PERFORMANCE

- Review the technical design of the Plant for consistency with generally accepted industry standards.
- Review the site layout, and the mechanical and electrical layouts for operations and maintenance access.
- Review major process cycles, mass and energy balances and flow diagrams.
- Review projected power output and heat rates. Confirm the expected performance of the Plant.
- Review the proposed forecast plan for major maintenance activities.
- Review and discuss the commercial operating history of the major equipment that is installed, including the boiler, steam turbine, and generator.
- Review the water supply and treatment, and wastewater disposal systems and treatment plant.
- Review the ash handling systems and ash disposal plans.

TASK 3 -HISTORICAL AND PROSPECTIVE OPERATIONS EVALUATION

Burns & McDonnell will review and summarize historical operations of the units and provide guidance with respect to expected future performance including:

- Operations and maintenance practices will be reviewed and discussed with key plant staff. Preventative and predictive maintenance practices will also be discussed.

SCOPE OF SERVICES FOR ASSET DUE DILIGENCE EVALUATION

(continued)

- Review dispatch and capacity factor
- Review number of outages and starts
- Review historical power output and heat rates. Provide an opinion on whether the expected performance is comparable to industry standards.
- Review emissions performance
- Review O&M history and plant staffing and provide an opinion on their reasonableness. At 5 year intervals out to year 30 provide a projection of future O&M costs taking into account the projected capacity factor of the Plant going forward.
- Review maintenance outage reports, forced outage causes/actions, major issues/failures, and operating reports and identify areas of concern and major issues
- Review major maintenance plans, schedule, and provide a cost projection and an opinion on their reasonableness. At 5 year intervals out to year 30 provide Capital (outage and major maintenance) costs taking into account the projected capacity factor of the Plant going forward.

Based on its review of design parameters and historical operations, Burns & McDonnell will assist Client in developing planning estimates of heat rate, performance, and operating costs that can be used by Client for financial analyses and valuation.

TASK 4 -REVIEW OF KEY CONTRACTS/AGREEMENTS

Review the commercial and operating requirements of the following other key Plant contracts/agreements relative to industry standards, and to identify any risk factors related to the future operation of the Plant.

- Power Sales or Tolling Agreement
- Fuel Supply Agreement
- Fuel Transportation Agreement
- Water Supply and/or Water Discharge Agreement
- Interconnection Agreement

TASK 5 -REVIEW ENVIRONMENTAL PERMITS & COMPLIANCE

Burns & McDonnell will conduct a review of key construction and operating permits/approvals to ensure the Plant has secured all necessary permits for operation and is in compliance with applicable permit requirements with regard to the following major categories:

- Air emissions
- Water supply and discharge
- Zoning and local restrictions (noise, etc)
- Site clearances (T&E, cultural, wetlands, etc)

SCOPE OF SERVICES FOR ASSET DUE DILIGENCE EVALUATION

(continued)

Burns & McDonnell will assess whether any of the environmental permits include constraints that may limit the Plant's capabilities in the future.

TASK 6 -REGULATORY RISK REVIEW

Burns & McDonnell will review the current equipment and facilities installed at the site and evaluate the potential impacts of pending legislation on the Plant, including the following:

- Identify current, new or proposed environmental regulations that are expected to impact the plant under consideration
- Define expected regulatory time schedules and compliance dates
- Develop pollutants affected and expected emission limitations based on defined regulations
- Develop pollution controls required to meet emission limits and high level capital/O&M costs for compliance of defined regulations
- Define a potential schedule for development (including permitting) and construction for pollution controls, as anticipated to be necessary

PHASE 2:

TASK 7 -STAFFING AND OPERATIONS REVIEW

Burns & McDonnell will review current staffing levels at the plant and identify any reasonable opportunities to improve reliability and operations, Plant Performance, or lower operating costs. Operations and maintenance practices will be reviewed and discussed with key plant staff. Preventative and predictive maintenance practices will also be discussed.

TASK 8 -EVALUATION OF ALTERNATIVE OPERATING SCENARIOS

For four alternative operating scenarios Burns & McDonnell will assist client in developing the operating parameters. Based on its evaluation of these scenarios, Burns & McDonnell will assist Client in developing screening level estimates of heat rate, performance, and operating costs that can be used by Client for financial analyses and valuation of these options. The scenarios to be evaluated include:

1. Retire the Plant;
2. Place the Plant in cold standby for emergency use only;
3. Operate the Plant based on current design and turndown limits based on Client's economic dispatch; and
4. Increase the amount of turndown to improve the operational flexibility.

SCOPE OF SERVICES FOR ASSET DUE DILIGENCE EVALUATION

(continued)

For Option 1 Burns & McDonnell will develop a screening level cost estimate for decommissioning, demolition, and restoration of the plant and site. The estimate will include summary level cost information for structural demolition and other major decommissioning cost obligations, such as environmental remediation and pond closures. This cost estimate will assist with identifying the decommissioning cost liability associated with permanently retiring the Plant.

For Options 2 Burns & McDonnell will develop a screening level cost estimate for placing the Plant in long-term layup and for maintaining the Plant during the layup period. Plant staffing will be minimized during the layup period. The estimate will include screening level costs for O&M throughout the layup period and the cost to bring the Plant back online at the end of the layup period.

For Options 3 Burns & McDonnell will assist client in developing the details for the following:

- How the Plant will be staffed to integrate with GRU staff
- How the Plant would be dispatched based on economic dispatch when required
- Burns & McDonnell to assist client in developing Fixed O&M, Variable O&M, Capital Expenditures, and performance characteristics based on the results of Task 2 and 3.

For Option 4, Burns & McDonnell will develop screening level costs for modifications required to allow the Plant to turn down to 25MW. In addition, Burns & McDonnell will develop screening level performance characteristics, including heat rate and ramp rate for turning the unit down to 25MW. The Plant would be integrated into the GRU dispatch as a Deer Haven Unit 1 gas plant substitute.

PREPARE REPORT AND FINDINGS

- Burns & McDonnell will prepare a Report detailing the findings of its reviews and studies.
- During the course of our review, Burns & McDonnell will bring to attention any area of risk that is discovered as a result of our review and propose any options that may minimize or eliminate the risks under consideration.

SCHEDULE

Burns & McDonnell is prepared to begin work on the project immediately, and proposes the following schedule based on input from GRU.

TASKS	PROPOSED DATE
Project Award & Kickoff	July 12, 2017
Site Visit	July 17-21, 2017
Draft Report	August 4, 2017
Final Report Phase 1 (Task 1-6)	August 11, 2017
Final Report Phase 2 (Task 7-8)	September 25, 2017

SCOPE OF SERVICES FOR ASSET DUE DILIGENCE EVALUATION

(continued)

PRICE

Burns & McDonnell proposes to complete this work on a time and expenses basis, with a not-to-exceed price of \$70,000. For time spent by personnel, payment at the hourly rates indicated in the attached "Schedule of Hourly Professional Service Billing Rates." For expenses incurred by Burns & McDonnell, such as authorized travel and subsistence, including airfare, food, lodging, automobile rental, commercial services, and incidental expenses, the cost to Burns & McDonnell plus ten percent (10%). The price for this scope will not be exceeded without prior authorization from GRU. The budget includes the scope of work through completion of the final report. Additional effort spent beyond the final report will be billed on a time and expenses basis. To the extent that data availability is limited, the scope of work and deliverables may be reduced from the tasks outlined above, in which case Burns & McDonnell would invoice for hours and expenses incurred for the reduced scope.

SCOPE OF SERVICES FOR ASSET DUE DILIGENCE EVALUATION

(continued)

Schedule of Hourly Professional Service Billing Rates

<i>Position Classification</i>	<i>Classification Level</i>	<i>Hourly Billing Rate</i>
General Office *	5	\$65.00
Technician*	6	\$83.00
Assistant*	7	\$96.00
	8	\$128.00
	9	\$154.00
Staff*	10	\$175.00
	11	\$191.00
Senior	12	\$209.00
	13	\$234.00
Associate	14	\$243.00
	15	\$255.00
	16	\$258.00
	17	\$266.00

NOTES:

1. Position classifications listed above refer to the firm's internal classification system for employee compensation. For example, "Associate", "Senior", etc., refer to such positions as "Associate Engineer", "Senior Architect", etc.
2. For any nonexempt personnel in positions marked with an asterisk (*), overtime will be billed at 1.5 times the hourly labor billing rates shown.
3. Project time spent by corporate officers will be billed at the Level 17 rate plus 25 percent.
4. For outside expenses incurred by Burns & McDonnell, such as authorized travel and subsistence, and for services rendered by others such as subcontractors, the client shall pay the cost to Burns & McDonnell plus 10%.
5. A technology charge of \$9.95 per labor hour will be billed for normal computer usage, computer aided drafting (CAD) long distance telephone, fax, photocopy and mail services. Specialty items (such as web and video conferencing) are not included in the technology charge.
6. Monthly invoices will be submitted for payment covering services and expenses during the preceding month. Invoices are due upon receipt. A late payment charge of 1.5% per month will be added to all amounts not paid within 30 days of the invoice date.
7. The services of contract/agency and/or any personnel of a Burns & McDonnell subsidiary or affiliate shall be billed to Owner according to the rate sheet as if such personnel is a direct employee of Burns & McDonnell.
8. The rates shown above are effective for services through December 31, 2017, and are subject to revision thereafter.